

December 17, 2010

BY ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: *Applications of Comcast Corporation, General Electric Company, and NBC Universal, Inc.*, MB Docket No. 10-56

Dear Ms. Dortch:

Stacy Fuller and undersigned counsel on behalf of DIRECTV spoke by telephone today with John Flynn, Senior Counsel to the Chairman for Transactions, to discuss two aspects of the above referenced proceeding.

First, DIRECTV stressed the need for conditions of sufficient duration to address the potential anticompetitive effects of the proposed transaction. At a minimum, conditions imposed on Comcast in this proceeding should remain in place no less than the six-year period that similar pro-competitive safeguards were imposed in the *News/Hughes* proceeding (under Chairman Powell) and the *Adelphia/Comcast/TWC* and *News/Liberty* proceedings (under Chairman Martin). Indeed, given the unprecedented scope and scale of media assets that Comcast proposes to acquire, conditions should remain in force until Comcast/NBCU can show that market developments make them no longer necessary to protect competition.

Second, DIRECTV discussed the need for a more expedited procedure for arbitration of a first-time request for carriage, especially with respect to online content. In this regard, we discussed a proposal under which (1) Comcast/NBCU would have an obligation to give 45 days' notice whenever it intends to carry new programming; (2) an MVPD could request carriage of that programming, and could invoke arbitration after negotiating for 30 days; (3) the parties then would exchange final offers within two business days; and (4) the MVPD would have the option to carry the content under the terms of Comcast/NBCU's final offer, except that payments would be held in escrow during the arbitration proceeding pending a true-up at the conclusion of that process. The arbitrator would also be given authority to impose fees and costs if the MVPD elected such interim carriage and the final offer submitted by Comcast/NBCU were determined to materially exceed fair market value of the programming at issue.

WILTSHIRE & GRANNIS LLP

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Should you have any questions about this submission, please do not hesitate to contact me.

Respectfully submitted,

/s/

William M. Wiltshire
Counsel for DIRECTV

cc: John Flynn